



A Infrastructure Limited

Policy on Related Party Transactions

(Effective from October 1, 2014)

Preamble

It has been made mandatory by the Clause 49 of the Listing Agreement (vide SEBI circular no. circular CIR/CFD/POLICY CELL/2/2014, dated April 17, 2014) for all listed companies to formulate a policy on materiality and dealing with related party transactions with effect from October 1, 2014. This policy is drafted in line with the above mentioned requirements.

The Board of Directors of the A Infrastructure Limited has, at its meeting held on August 14, 2014 approved and adopted this policy.

Effective Date

The policy shall take effect from October 1, 2014.

Definitions

For the purposes of this policy

“Audit Committee or Committee” shall mean a Committee of the Board of Directors of the Company constituted under provisions of Listing agreement and Companies Act, 2013.

“Board” means Board of Directors of AIL.

“Company or AIL” shall mean A Infrastructure Limited, wherever it is referred to in the policy.

“Control” shall have the same meaning as defined in SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

“Directors” shall mean the directors of AIL.

“Key Managerial Personnel” shall mean key managerial personnel in relation to AIL as defined under the Companies Act, 2013, as follows:

- (i) the Chief Executive Officer or the managing director or the manager;
- (ii) the company secretary;
- (iii) the whole-time director;
- (iv) the Chief Financial Officer;

“Policy” shall mean the Policy on Related Party Transactions of AIL.

***“Related Party”** shall mean related party as defined in Clause 49 of the Listing Agreement, as follows:

An entity shall be considered as related to the company if:

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(i) such entity is a related party under Section 2(76) of the Companies Act, 2013; or

(ii) such entity is a related party under the applicable accounting standards.

“Related Party Transaction” shall mean any transfer of resources, services or obligations between a company and a related party, regardless of whether a price is charged.

“Relative” means relative as defined under the Companies Act, 2013 and includes anyone who is related to another, if –

- i. They are members of a Hindu undivided family ;
- ii. They are husband and wife ; or
- iii. Father (including step-father)
- iv. Mother (including step-mother)
- v. Son (including step-son)
- vi. Son’s wife
- vii. Daughter
- viii. Daughter’s husband
- ix. Brother (including step-brother)
- x. Sister (including step-sister)

“Shareholders” shall mean the shareholders of AIL.

“Special Resolution” shall mean a resolution in which the votes cast in favour of the resolution, whether on a show of hands, or electronically or on a poll, as the case may be, by members who, being entitled so to do, vote in person or by proxy or by postal ballot, are required to be not less than three times the number of the votes, if any, cast against the resolution by members so entitled and voting



